

**Before the
Federal Communications Commission
Washington, D.C. 20554**

In the Matter of

Application of AT&T Mobility Spectrum LLC)
and Agri-Valley Communications, Inc.)
For Consent To Assign Licenses)

WT Docket No. 15-181

To: Marlene H. Dortch, Secretary

**Agri-Valley Communications, Inc.’s Response to
General Information Request
Regarding the AT&T/Agri-Valley Communications Transaction**

Agri-Valley Communications, Inc. (Agri-Valley), by its attorney, hereby submits its response to the Commission’s August 12, 2015 General Information Request regarding Agri-Valley’s pending application File No. 0006785720 to assign various 700 MHz low band licenses to AT&T Mobility Spectrum LLC (AT&T).¹ Kindly contact counsel listed below if any additional information is required.

August 26, 2015

Respectfully submitted,
Timothy E. Welch
Hill & Welch
1050 Connecticut Ave. NW #1000
Washington, D.C. 20036
202-857-1470
202-321-1448 (cell preferred)
301-622-2864 (FAX)
welchlaw@earthlink.net

¹ AT&T Mobility Spectrum LLC and Agri-Valley Communications, Inc. Seek FCC Consent to the Assignment of Six Lower 700 MHz C Block Licenses and Two Lower 700 MHz B Block Licenses in Michigan, WT Docket No. 15-181, *Public Notice*, DA 15-911 (WTB rel. Aug. 12, 2015) (“*Comment Public Notice*”). The call signs being assigned are: WPWU885 (CMA094), WPWU887 (CMA475), WPWU891 (CMA474), WPWU892 (CMA477), WPWU893 (CMA478), WPYZ848 (CMA476), WQIZ355 (CMA181), and WQIZ356 (CMA474) – the first six listed call signs are 700 MHz C Block licenses and the last two listed licenses are 700 MHz B Block licenses.

1. Explain in detail the decision made by Agri-Valley to assign the Lower 700 MHz B and C Block spectrum that is the subject of this application to AT&T, including any attempts made to enter into a sale of this spectrum or alternative arrangements with parties other than AT&T.

Response 1.

Agri-Valley Communications, Inc. (Agri-Valley) is the original licensee of each of the subject 700 MHz licenses at issue in the pending license assignment application and Agri-Valley acquired the subject licenses as a small business participant in the Commission's spectrum auctions process. As noted in the *Comment Public Notice*, the subject licenses cover 37 counties in Michigan (the northern portion of the lower peninsula). Over time Agri-Valley Broadband, Inc. (AVBI), Agri-Valley's wholly owned subsidiary, put into operation seventy-four (74) transmission sites which provided fixed high speed wireless broadband Internet access service to a large portion of the approximately 1.682 million pops which reside in the 37 county licensed area. As of mid-2014 AVBI's 700 MHz system was serving 28 of the 37 licensed counties and at its peak AVBI's fixed high speed broadband Internet service was serving approximately 2,000 customers. The physical and related network assets associated with AVBI's 700 MHz fixed high speed broadband Internet access service were owned/operated by AVBI, but excluding the subject 700 MHz licenses which were and are owned by Agri-Valley.

By early-to-mid 2014 it became apparent that the economics of AVBI's 700 MHz fixed high speed broadband Internet business were not working out as required and AVBI was forced to quit the operation. To assist with the wind down of the business Agri-Valley retained Alpina Capital (Scott Soden, Managing Partner– 303-242-5758; www.alpinacapital.com). Agri-Valley had previously retained Alpina Capital to provide similar communications-related investment banker transaction services regarding other Commission licenses. Alpina Capital's mission was, to the

extent possible, find buyers who would make cash offers for Agri-Valley's licenses as well as make cash offers for the associated physical and good will assets of AVBI. As part of its marketing campaign regarding the 700 MHz licenses Alpina Capital prepared a marketing brochure entitled 700 MHz Spectrum Opportunity in Fall 2014 seeking the eventual sale of the 700 MHz licenses. Alpina Capital prepared another marketing brochure entitled Michigan Network Purchase Opportunity in Fall 2014 seeking the eventual sale of AVBI's physical and good will assets. Copies of these marketing brochures are attached to this statement for Commission and public review.

After preparation of these marketing materials Alpina Capital proceeded to contact entities which Alpina Capital considered might be interested in acquiring the licenses and/or the associated system assets in the mid-November 2014 time frame. It is Agri-Valley's understanding that these potentially interested entities were sent copies of the marketing brochures via email and that Alpina Capital made follow up contacts by either phone or email. Agri-Valley was not directly involved in this preliminary research process and Agri-Valley did not participate in any phone calls and was not copied on email correspondence during the preliminary research. Companies contacted regarding the possible sale of the 700 MHz licenses and associated assets during the preliminary research phase included AT&T, PCS Partners, Sprint Nextel, TDS/USCC, T-Mobile USA, Triad 700 LLC, Continuum 700, and Verizon Wireless. Regarding the 700 MHz licenses, it is Agri-Valley's understanding that only AT&T expressed a substantial interest in acquiring them, AT&T was the only entity which made an offer for the 700 MHz licenses, and a purchase contract between Agri-Valley and AT&T was executed as of April 30, 2015. While T-Mobile did express some preliminary interest in Agri-Valley's 700 MHz licenses via information requests, by February 2015 T-Mobile had made known that its interest was limited to some of AVBI's network assets and that

it was not interested in acquiring Agri-Valley's 700 MHz licenses. In August 2015 T-Mobile agreed to acquire various items relating to AVBI's network assets including site access leases, various pieces of transmission and interconnection equipment, and other related network components. It is Agri-Valley's understanding that none of the other contacted entities expressed interest in either Agri-Valley's 700 MHz licenses nor AVBI's network assets.

Assisting me in the preparation of this Response 1 was Timothy E. Welch, Hill & Welch, 1025 Connecticut Ave., NW #1000, Washington, D.C. 20036 and Scott Soden, Managing Partner, Alpina Capital, 100 Jackson Street, Suite 101, Denver, CO 80206.

I hereby certify under penalty of perjury that I have read the foregoing Response 1 and that except for matters of which official notice may be taken, the facts stated herein are true and accurate to the best of my knowledge, information, and belief.

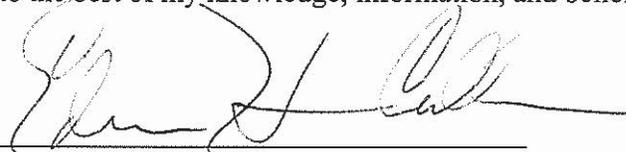
Edwin H. Eichler, President
Agri-Valley Communications, Inc.
Agri-Valley Broadband, Inc.

August 20, 2015

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Assisting me in the preparation of this Response 1 was Timothy E. Welch, Hill & Welch, 1025 Connecticut Ave., NW #1000, Washington, D.C. 20036 and Scott Soden, Managing Partner, Alpina Capital, 100 Jackson Street, Suite 101, Denver, CO 80206.

I hereby certify under penalty of perjury that I have read the foregoing Response 1 and that except for matters of which official notice may be taken, the facts stated herein are true and accurate to the best of my knowledge, information, and belief.



Edwin H. Eichler, President
Agri-Valley Communications, Inc.
Agri-Valley Broadband, Inc.

August 20, 2015

700 MHz Spectrum Opportunity

- CMA094: Saginaw (Lower C-Block)
- CMA181: Muskegon (Lower B-Block)
- CMA474: Michigan 3 – Emmet (Lower B and C-Blocks)
- CMA475: Michigan 4 – Cheboygan (Lower C-Block)
- CMA476: Michigan 5 – Manistee (Lower C-Block)
- CMA477: Michigan 6 – Roscommon (Lower C-Block)
- CMA478: Michigan 7 – Newaygo (Lower C-Block)

Fall 2014

Owned by Agri-Valley Communications, Inc.



1521 Washington Avenue • New Orleans, LA 70130
303.242.5756

100 Jackson Street, Suite 101 • Denver, CO 80206
303.242.5755

www.alpinacapital.com



Executive Summary

This Memorandum is being furnished solely for use by the recipient in considering its potential interest in the transaction. This document has been prepared for the exclusive use of recipients and their designated representatives (restricted to those who have requested it and their legal counsel) and may not be copied or used by, distributed to, or discussed with others. This document remains the property of the Seller (Agri-Valley Communications, Inc.) and the recipient agrees to promptly return this document together with any other documents or information furnished by the Seller to Alpina Capital, LLC upon request.

This Memorandum describes the Seller solely for the purpose of enabling the recipient to decide whether the recipient wishes to consider entering into a transaction with respect to the Seller ("Transaction"). If the recipient indicates an interest in entering into a Transaction, the form, terms, and conditions of that Transaction will be negotiated at that time. The Seller reserves the right to reject any proposal by the recipient concerning a Transaction in whole or in part and accept any other offer regardless of whether such offer is considered to be better or worse than the recipient's offer. **This Memorandum is not an offer to sell or a solicitation of an offer to buy securities issued by the Seller.**

The Seller has retained Alpina Capital, LLC ("Alpina" or the "Financial Advisor") as exclusive financial advisor to the Seller with regard to a potential Transaction and negotiating the terms of such transaction.

Each recipient of this Memorandum or its representatives, or both, may contact the Financial Advisor to request additional information about the Seller. Such additional information may be provided by the Seller after assessing the recipient's qualifications and interest in pursuing a Transaction.

The information presented herein was prepared by the Seller. The Financial Advisor has not assumed responsibility for independently verifying any of the information contained herein or otherwise made available in connection with any investigation of the Seller by the recipient and makes no representations or warranties as to the accuracy or completeness of any such information.

The Memorandum does not purport to contain all of the information that a recipient may need to determine whether to pursue or enter into a Transaction. Each recipient must conduct and rely on its own evaluation of the merits of entering into a Transaction and the risks involved in doing so. The Seller has no duty to update this Memorandum if and when facts may change.

Except as otherwise indicated, this Memorandum speaks only as of the date of the document.

Executive Summary

Agri-Valley Communications, Inc. is offering for sale eight radio station authorizations to operate in the B and C-Blocks of the lower 700 MHz band in Michigan. Collectively, the authorizations cover 20.2 million MHz-POPs, 1.7 million POPs and 678,000 households in seven CMAs.

LICENSE SPECIFICS

Six of the authorizations are for the C-Block and pertain to frequencies 710 – 716 MHz and 740 – 746 MHz. The first build-out date associated with these licenses is June 13, 2019. Two of the authorizations are for the B-Block and pertain to frequencies 704 – 710 MHz and 734 – 740 MHz. The first build-out date associated with these licenses is December 13, 2016. The FCC designated the authorizations operating in both blocks as for “flexible use” which includes fixed, mobile, and broadcast services.

GEOGRAPHY AND DEMOGRAPHICS

The licenses cover 37 counties in northern Michigan. The territory has an average household income of about \$55,000 and the average age of its residents is 41.7 years. The licenses address 22,600 square miles, over half the state’s lower peninsula.

KEY ATTRIBUTES

The territory encompasses the northern portion of Michigan’s lower peninsula, a vast footprint anchored on the southern end by Muskegon and the Tri-Cities of Saginaw, Bay City, and Midland.

The key economic drivers in the footprint are centered in and around the Tri-Cities Region in mid-Michigan. Anchored by Dow Chemical, which has its corporate headquarters in Midland, the area has a strong manufacturing base focused on the energy, chemical, and automotive industries. In addition to Dow, other companies with operations in the region include Nexteer Automotive, the Michigan Sugar Company, TRW Automotive, and S.C. Johnson. Chemical Bank

is also headquartered in Midland.

Saginaw, the southern-most of the Tri-Cities, is 40 miles north of Flint on I-75, which runs through the footprint. The Tri-City region is served by MBS International Airport.

Muskegon is located 40 miles northwest of Grand Rapids, on the eastern shore of Lake Michigan. Home to the Port of Muskegon, the largest deepwater port on Michigan’s west coast, Muskegon has a strong base in aerospace and automotive components manufacturing. Key employers include Alcoa-Howmet Castings, L-3 Communications, Pratt & Whitney Component Solutions, and GE Aviation – Muskegon.

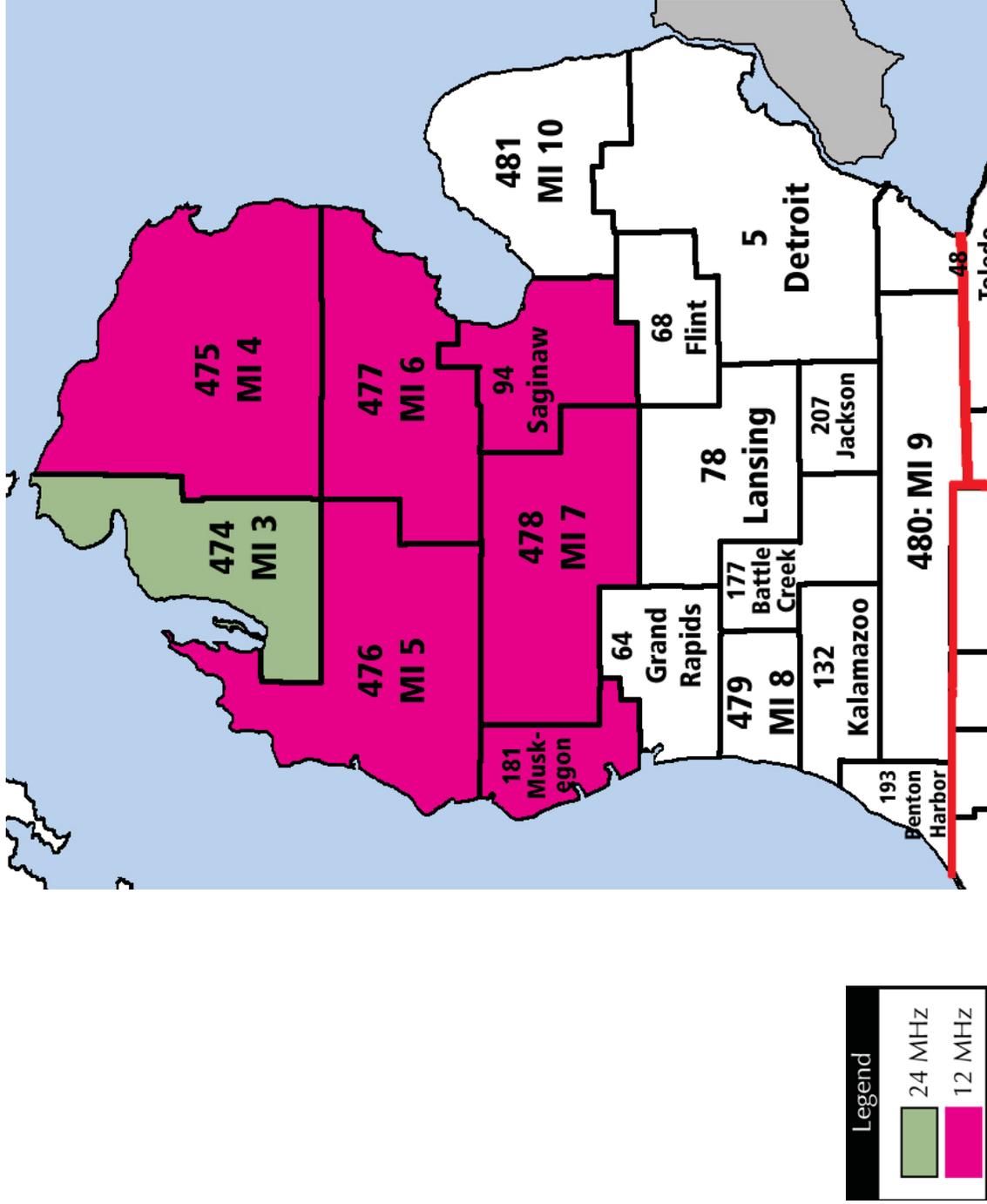
The primary economic driver in the northern part of the footprint is tourism. Anchored by Traverse City, known for its cherry production and large wine district, the heavily wooded territory, surrounded on three sides by water and sandy beaches, is a year-round recreational destination for city dwellers from “downstate”, and as far away as Chicago. Many have summer homes in the footprint. The region is also home to several industrial segments including cement-making, and the mining of limestone and gypsum. Morton Salt operates a large salt plant in Manistee. Led by Presque Isle, the four ports in the northern footprint process over 24,000,000 tons annually.

With over 20,000 students on its main campus, Central Michigan University in Mt. Pleasant is the largest post-secondary institution in the territory, and the third largest in the state. Almost 100,000 students are enrolled in post-secondary schools in the footprint.

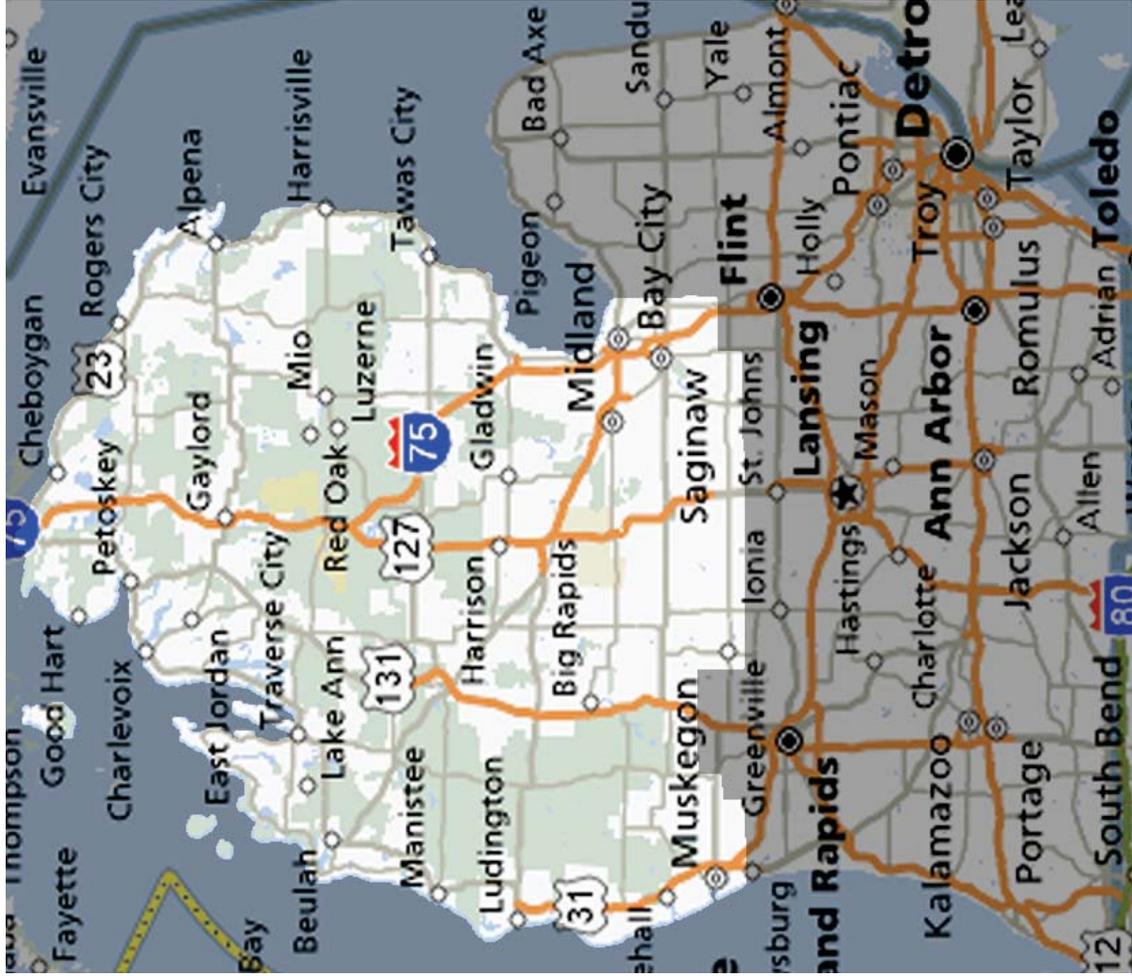
SALES PROCESS

Alpina Capital is seeking cash offers for the licenses, individually or collectively. Interested parties should contact either Scott Soden at (303) 242-5758 or Ed Moise at (303) 242-5756.

License Area



Road Map



License Territory–Demographics

Call Sign	Radio Service	Market Code	Channel Block	Channel Name	POPs 2013	POPs 2010	'10 - '13 Growth Rate	2013 POP Density	2010 Household Income	2010 Households	Land (Sq Mi)	Water (Sq Mi)	2010 Median Age
WPWU885	WZ	CMA094	C	Saginaw, MI	387,293	391,569	-0.4%	220.2	\$58,761	157,051	1,759	216	40.3
WQIZ355	WY	CMA181	B	Muskegon, MI	197,253	198,758	-0.3%	195.0	50,668	75,790	1,011	1,755	38.7
WQIZ356	WY	CMA474	B	MI 3 - Emmet	189,822	186,362	0.6%	79.6	63,565	76,663	2,384	1,663	43.1
WPWU891	WZ	CMA474	C	MI 3 - Emmet	189,822	186,362	0.6%	79.6	63,565	76,663	2,384	1,663	43.1
WPWU887	WZ	CMA475	C	MI 4 - Cheboygan	134,219	136,711	-0.6%	27.9	48,906	58,955	4,804	4,363	47.8
WPYZ848	WZ	CMA476	C	MI 5 - Manistee	174,571	175,322	-0.1%	44.0	52,949	72,045	3,968	4,244	45.0
WPWU892	WZ	CMA477	C	MI 6 - Roscommon	142,226	144,552	-0.5%	46.5	45,093	62,893	3,062	1,755	48.6
WPWU893	WZ	CMA478	C	MI 7 - Newaygo	<u>266,618</u>	<u>267,387</u>	<u>-0.1%</u>	<u>82.9</u>	<u>50,275</u>	<u>98,377</u>	<u>3,215</u>	<u>88</u>	<u>34.9</u>
Total					1,681,824	1,687,023	-0.1%	74.5	\$54,972	678,437	22,585	15,747	41.7

License Territory–Key Cities

CMA094: Saginaw

City	County
Saginaw	Saginaw
Midland	Midland
Bay City	Bay
Saginaw Township North	Saginaw
Saginaw Township South	Saginaw
Bridgeport	Saginaw
Buena Vista	Saginaw
Carrollton	Saginaw
Shields	Saginaw
Freeland	Saginaw
Frankenmuth	Saginaw
Essexville	Bay
Chesaning	Saginaw
St. Charles	Saginaw
Auburn	Bay
Zilwaukee	Saginaw
Birch Run	Saginaw
Hemlock	Saginaw

CMA181: Muskegon

City	County
Muskegon	Muskegon
Norton Shores	Muskegon
Muskegon Heights	Muskegon
Wolf Lake	Muskegon
North Muskegon	Muskegon
Roosevelt Park	Muskegon
Whitehall	Muskegon
Montague	Muskegon
Hart	Oceana
Shelby	Oceana
Twin Lake	Muskegon
Ravenna	Muskegon
Fruitport	Muskegon
Lakewood Club	Muskegon
Pentwater	Oceana
Hesperia	Oceana
New Era	Oceana
Rothbury	Oceana

CMA474: MI 3 - Emmet

City	County
Traverse City	Grand Traverse
Petoskey	Emmet
Boyer City	Charlevoix
Charlevoix	Charlevoix
East Jordan	Charlevoix
Kalkaska	Kalkaska
Elk Rapids	Antrim
Harbor Springs	Emmet
Kingsley	Grand Traverse
Mancelona	Antrim
Bellaire	Antrim
Central Lake	Antrim
Alanson	Emmet
Pellston	Emmet
Mackinaw City	Emmet
Ellsworth	Antrim
Fife Lake	Grand Traverse
Boyer Falls	Charlevoix

CMA475: MI 4 - Cheboygan

City	County
Alpena	Alpena
Cheboygan	Cheboygan
Gaylord	Otsego
Rogers City	Presque Isle
Mio	Oscoda
Indian River	Cheboygan
Grayling	Crawford
Ossineke	Alpena
Hubbard Lake	Alcona
Onaway	Presque Isle
Lewiston	Montmorency
Atlanta	Montmorency
Hillman	Montmorency
Vanderbilt	Otsego
Harrisville	Alcona
Canada Creek Ranch	Montmorency
Lincoln	Alcona
Wolverine	Cheboygan

License Territory–Key Cities

CMA476: MI 5 - Manistee		CMA477: MI 6 - Roscommon		CMA478: MI 7 – Newaygo	
City	County	City	County	City	County
Cadillac	Wexford	Houghton Lake	Roscommon	Mount Pleasant	Isabella
Ludington	Mason	Skidway Lake	Ogemaw	Big Rapids	Mecosta
Manistee	Manistee	Clare	Clare	Alma	Gratiot
Reed City	Osceola	Gladwin	Gladwin	Greenville	Montcalm
Ewart	Osceola	St. Helen	Roscommon	St. Louis	Gratiot
Frankfort	Benzie	East Tawas	Iosco	Fremont	Newaygo
Greilickville	Leelanau	Harrison	Clare	Ithaca	Gratiot
Scottville	Mason	Tawas City	Iosco	Canadian Lakes	Mecosta
Manton	Wexford	West Branch	Ogemaw	Newaygo	Newaygo
Baldwin	Lake	Prudenville	Roscommon	Howard City	Montcalm
Lake City	Missaukee	Standish	Arenac	Shepherd	Isabella
Marion	Osceola	Au Sable	Iosco	Stanton	Montcalm
Northport	Leelanau	Roscommon	Roscommon	White Cloud	Newaygo
Onkama	Manistee	Beaverton	Gladwin	Breckenridge	Gratiot
Suttons Bay	Leelanau	Au Gres	Arenac	Edmore	Montcalm
McBain	Missaukee	Oscoda	Iosco	Village of Lake Isabella	Isabella
Buckley	Wexford	Farwell	Clare	Carson City	Montcalm
Benzonia	Benzie	Rose City	Ogemaw	Lakeview	Montcalm

Process

- Alpina Capital is soliciting cash offers for the license, all or individually
- Contact
 - Ed Moise, Managing Partner, Alpina Capital
(303) 242-5756
edmoise@alpinacapital.com
 - Scott Soden, Managing Partner, Alpina Capital
(303) 242-5758
scottsoden@alpinacapital.com

FCC License Information: CMA094

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Federal Communications Commission
 Wireless Telecommunications Bureau
 RADIO STATION AUTHORIZATION



LICENSEE: AGR-VALLEY COMMUNICATIONS, INC.

ATTN: EDWIN H. EICHLER
 AGR-VALLEY COMMUNICATIONS, INC.
 7585 PIGEON ROAD
 PIGEON, MI 48755

File Number	WPWU885
Call Sign	Radio Service
	WZ - 700 MHz Lower Band (Blocks C, D)

FCC Registration Number (FRN): 0003778362

Grant Date	01-24-2003	Effective Date	06-20-2012	Expiration Date	06-13-2019	Print Date
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Market Number	CMA094	Channel Block	C	Sub-Market Designator	0
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Market Name	Saginaw-Bay City-Midland, MI				
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1st Build-out Date	06-13-2019	2nd Build-out Date	3rd Build-out Date	4th Build-out Date
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Wavers/Conditions:

If the facilities authorized herein are used to provide broadcast operations, whether exclusively or in combination with other services, the licensee must seek renewal of the license either within eight years from the commencement of the broadcast service or within the term of the license had the broadcast service not been provided, whichever period is shorter in length. See 47 CFR §27.13(b).

Operation of the facilities authorized herein, are subject to the condition that harmful interference may not be caused to, but must be accepted from UHF TV transmitters in Canada and Mexico as identified in existing and any future agreements with those countries.

Conditions:
 Pursuant to §309(h) of the Communications Act of 1934, as amended, 47 U.S.C. §309(h), this license is subject to the following conditions: This license shall not vest in the licensee any right to operate the station nor any right in the use of the frequencies designated in the license beyond the term thereof nor in any other manner than authorized herein. Neither the license nor the right granted hereunder shall be assigned or otherwise transferred in violation of the Communications Act of 1934, as amended. See 47 U.S.C. § 310(d). This license is subject in terms to the right of use or control conferred by §706 of the Communications Act of 1934, as amended. See 47 U.S.C. §606.

This license may not authorize operation throughout the entire geographic area or spectrum identified on the hardcopy version. To view the specific geographic area and spectrum authorized by this license, refer to the Spectrum and Market Area information under the Market Tab of the license record in the Universal Licensing System (ULS). To view the license record, go to the ULS homepage at <http://wireless.fcc.gov/uls/index.htm?job=home> and select "License Search". Follow the instructions on how to search for license information.

FCC 601-MB
 April 2009

FCC License Information: CMA094

License Name: AGR-VALLEY COMMUNICATIONS, INC.
 Call Sign: WPWU885
 File Number:
 Print Date:

This authorization is conditioned upon the licensee, prior to initiating operations from any base or fixed station, making reasonable efforts to coordinate frequency usage with known co-channel and adjacent channel incumbent federal users operating in the 1710-1755 MHz band whose facilities could be affected by the proposed operations. See, e.g., FCC and NTIA Coordination Procedures in the 1710-1755 MHz Band, Public Notice, FCC 06-50, WTB Docket No. 02-353, rel. April 20, 2006.

FCC 601-MB
 April 2009

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Federal Communications Commission
 Wireless Telecommunications Bureau
 RADIO STATION AUTHORIZATION



LICENSEE: AGR-VALLEY COMMUNICATIONS, INC.

ATTN: EDWIN H. EICHLER
 AGR-VALLEY COMMUNICATIONS, INC.
 7585 WEST PIGEON ROAD
 PIGEON, MI 48755

File Number	WQJZ355
Call Sign	Radio Service
	WY - 700 MHz Lower Band (Blocks A, B & E)

FCC Registration Number (FRN): 0003778362

Grant Date	06-26-2008	Effective Date	06-20-2012	Expiration Date	06-13-2019	Print Date	
Market Number	CMA181	Channel Block	B	Sub-Market Designator	0	Market Name	Muskegon, MI
1st Build-out Date	12-13-2016	2nd Build-out Date	02-17-2019	3rd Build-out Date		4th Build-out Date	

Waivers/Conditions:

If the facilities authorized herein are used to provide broadcast operations, whether exclusively or in combination with other services, the licensee must seek renewal of the license either within eight years from the commencement of the broadcast service or within the term of the license had the broadcast service not been provided, whichever period is shorter in length. See 47 CFR §27.13(b).
 The interim construction benchmark has been extended to December 13, 2013 pursuant to Public Notice DA 13-680 released April 10, 2013. The extension is non-transferable and any proposed assignment or transfer seeking Commission approval to acquire this license may independently seek relief justifying an extension of the interim construction benchmark set forth in 47 C.F.R. § 27.14(g).

Conditions: Pursuant to §309(h) of the Communications Act of 1934, as amended, 47 U.S.C. §309(h), this license is subject to the license not the right granted thereunder shall be assigned or otherwise transferred in violation of the Communications Act of 1934, as amended. See 47 U.S.C. § 310(d). This license is subject in terms to the right of use or control conferred by §706 of the Communications Act of 1934, as amended. See 47 U.S.C. §606.

This license may not authorize operation throughout the entire geographic area or spectrum identified on the hardcopy version. To view the specific geographic area and spectrum authorized by this license, refer to the Spectrum and Market Area information under the Market Tab of the license record in the Universal Licensing System (ULS). To view the license record, go to the ULS homepage at <http://wireless.fcc.gov/uls/index.htm?job=home> and select "License Search". Follow the instructions on how to search for license information.

FCC License Information: CMA474 (B)

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Federal Communications Commission
 Wireless Telecommunications Bureau
 RADIO STATION AUTHORIZATION



LICENSEE: AGR-VALLEY COMMUNICATIONS, INC.

ATTN: EDWIN H. EICHLER
 AGR-VALLEY COMMUNICATIONS, INC.
 7585 WEST PIGEON ROAD
 PIGEON, MI 48755

File Number	WQJZ356
Call Sign	Radio Service WY - 700 MHz Lower Band (Blocks A, B & E)

FCC Registration Number (FRN): 0003778362

Grant Date	06-26-2008	Effective Date	06-20-2012	Expiration Date	06-13-2019	Print Date
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Market Number	CMA474	Channel Block	B	Sub-Market Designator	0
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Market Name	Michigan 3 - Emmet
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1st Build-out Date	12-13-2016	2nd Build-out Date	02-17-2019	3rd Build-out Date		4th Build-out Date	
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Waivers/Conditions:

If the facilities authorized herein are used to provide broadcast operations, whether exclusively or in combination with other services, the licensee must seek renewal of the license either within eight years from the commencement of the broadcast service or within the term of the license had the broadcast service not been provided, whichever period is shorter in length. See 47 CFR §27.13(b).

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Conditions: Pursuant to §309(h) of the Communications Act of 1934, as amended, 47 U.S.C. §309(h), this license is subject to the following conditions: This license shall not vest in the licensee any right to operate the station nor any right in the use of the frequencies designated in the license beyond the term thereof nor in any other manner than authorized herein. Neither the license nor the right granted hereunder shall be assigned or otherwise transferred in violation of the Communications Act of 1934, as amended. See 47 U.S.C. § 310(d). This license is subject in terms to the right of use or control conferred by §706 of the Communications Act of 1934, as amended. See 47 U.S.C. §606.

This license may not authorize operation throughout the entire geographic area or spectrum identified on the hardcopy version. To view the specific geographic area and spectrum authorized by this license, refer to the Spectrum and Market Area information under the Market Tab of the license record in the Universal Licensing System (ULS). To view the license record, go to the ULS homepage at <http://wireless.fcc.gov/uls/index.htm?job=home> and select "License Search". Follow the instructions on how to search for license information.

FCC License Information: CMA474 (C)

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Federal Communications Commission
 Wireless Telecommunications Bureau
 RADIO STATION AUTHORIZATION



LICENSEE: AGR VALLEY COMMUNICATIONS, INC.

ATTN: EDWIN H. EICHLER
 AGR VALLEY COMMUNICATIONS, INC.
 785 PIGEON ROAD
 PIGEON, MI 48755

File Number	WPWU891
Call Sign	Radio Service
	WZ - 700 MHz Lower Band (Blocks C, D)

FCC Registration Number (FRN): 0003778362

Grant Date	01-24-2003	Effective Date	06-20-2012	Expiration Date	06-13-2019	Print Date	
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Market Number	CMA474	Channel Block	C	Sub-Market Designator	0
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Market Name	Michigan 3 - Emmet
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1st Build-out Date	06-13-2019	2nd Build-out Date		3rd Build-out Date		4th Build-out Date	
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Waivers/Conditions:

If the facilities authorized herein are used to provide broadcast operations, whether exclusively or in combination with other services, the licensee must seek renewal of the license either within eight years from the commencement of the broadcast service or within the term of the license had the broadcast service not been provided, whichever period is shorter in length. See 47 CFR §27.13(b).

Operation of the facilities authorized herein, are subject to the condition that harmful interference may not be caused to, but must be accepted from UHF TV transmitters in Canada and Mexico as identified in existing and any future agreements with those countries.

Conditions: Pursuant to §309(h) of the Communications Act of 1934, as amended, 47 U.S.C. §309(h), this license is subject to the following conditions: This license shall not vest in the licensee any right to operate the station nor any right in the use of the frequencies designated in the license beyond the term thereof nor in any other manner than authorized herein. Neither the license nor the right granted thereunder shall be assigned or otherwise transferred in violation of the Communications Act of 1934, as amended. See 47 U.S.C. § 310(d). This license is subject in terms to the right of use or control conferred by §706 of the Communications Act of 1934, as amended. See 47 U.S.C. §606.

This license may not authorize operation throughout the entire geographic area or spectrum identified on the hardcopy version. To view the specific geographic area and spectrum authorized by this license, refer to the Spectrum and Market Area information under the Market Tab of the license record in the Universal Licensing System (ULS). To view the license record, go to the ULS homepage at <http://wireless.fcc.gov/uls/index.htm?job=home> and select "License Search". Follow the instructions on how to search for license information.

FCC License Information: CMA475

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Federal Communications Commission
 Wireless Telecommunications Bureau
 RADIO STATION AUTHORIZATION



LICENSEE: AGR-VALLEY COMMUNICATIONS, INC.

ATTN: EDWIN H. EICHLER
 AGR-VALLEY COMMUNICATIONS, INC.
 7585 PIGEON ROAD
 PIGEON, MI 48755

File Number	WPWU887
Call Sign	Radio Service
	WZ - 700 MHz Lower Band (Blocks C, D)

FCC Registration Number (FRN): 0003778362

Grant Date	01-24-2003	Effective Date	06-20-2012	Expiration Date	06-13-2019	Print Date
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Market Number	CMA475	Channel Block	C	Sub-Market Designator	0
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Market Name	Michigan 4 - Cheboygan				
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1st Build-out Date	06-13-2019	2nd Build-out Date	3rd Build-out Date	4th Build-out Date
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Wavers/Conditions:

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FCC 601-MB
 April 2009

FCC License Information: CMA476

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Federal Communications Commission
 Wireless Telecommunications Bureau
 RADIO STATION AUTHORIZATION



LICENSEE: AGR-VALLEY COMMUNICATIONS, INC.

ATTN: EDWIN H. EICHLER
 AGR-VALLEY COMMUNICATIONS, INC.
 7585 PIGEON ROAD
 PIGEON, MI 48755

File Number	WPY2848
Call Sign	Radio Service WZ - 700 MHz Lower Band (Blocks C, D)

FCC Registration Number (FRN): 0003778362

Grant Date	12-11-2003	Effective Date	06-20-2012	Expiration Date	06-13-2019	Print Date	
Market Number	CMA476	Channel Block	C	Sub-Market Designator	0	Market Name Michigan 5 - Manistee	
1st Build-out Date	06-13-2019	2nd Build-out Date		3rd Build-out Date		4th Build-out Date	

Wavers/Conditions:

If the facilities authorized herein are used to provide broadcast operations, whether exclusively or in combination with other services, the licensee must seek renewal of the license either within eight years from the commencement of the broadcast service or within the term of the license had the broadcast service not been provided, whichever period is shorter in length. See 47 CFR §27.13(b).

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FCC 601-MB
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ATTN: EDWIN H. EICHLER
 AGR-VALLEY COMMUNICATIONS, INC.
 7585 PIGEON ROAD
 PIGEON, MI 48755

File Number	WPWU892
Call Sign	Radio Service
	WZ - 700 MHz Lower Band (Blocks C, D)

FCC Registration Number (FRN): 0003778362

Grant Date	01-24-2003	Effective Date	06-20-2012	Expiration Date	06-13-2019	Print Date	
Market Number	CMA477	Channel Block	C	Sub-Market Designator	0	Market Name	Michigan 6 - Roscommon
1st Build-out Date	06-13-2019	2nd Build-out Date		3rd Build-out Date		4th Build-out Date	

Wavers/Conditions:

If the facilities authorized herein are used to provide broadcast operations, whether exclusively or in combination with other services, the licensee must seek renewal of the license either within eight years from the commencement of the broadcast service or within the term of the license had the broadcast service not been provided, whichever period is shorter in length. See 47 CFR §27.13(b).

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FCC 601-MB
 April 2009

FCC License Information: CMA478

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 Wireless Telecommunications Bureau
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ATTN: EDWIN H. EICHLER
 AGR-VALLEY COMMUNICATIONS, INC.
 7585 PIGEON ROAD
 PIGEON, MI 48755

File Number	WPWU893
Call Sign	Radio Service
	WZ - 700 MHz Lower Band (Blocks C, D)

FCC Registration Number (FRN): 0003778362

Grant Date	01-24-2003	Effective Date	06-20-2012	Expiration Date	06-13-2019	Print Date	
Market Number	CMA478	Channel Block	C	Sub-Market Designator	0	Market Name	Michigan 7 - Newaygo
1st Build-out Date	06-13-2019	2nd Build-out Date		3rd Build-out Date		4th Build-out Date	

Wavers/Conditions:

If the facilities authorized herein are used to provide broadcast operations, whether exclusively or in combination with other services, the licensee must seek renewal of the license either within eight years from the commencement of the broadcast service or within the term of the license had the broadcast service not been provided, whichever period is shorter in length. See 47 CFR §27.13(b).

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Michigan Network Purchase Opportunity

Fall 2014

Owned by Agri-Valley Broadband, Inc.



ALPINA CAPITAL

1521 Washington Avenue • New Orleans, LA 70130
303.242.5756

100 Jackson Street, Suite 101 • Denver, CO 80206
303.242.5755

www.alpinacapital.com



Executive Summary

This Memorandum is being furnished solely for use by the recipient in considering its potential interest in the transaction. This document has been prepared for the exclusive use of recipients and their designated representatives (restricted to those who have requested it and their legal counsel) and may not be copied or used by, distributed to, or discussed with others. This document remains the property of the Seller (Agri-Valley Broadband, Inc.) and the recipient agrees to promptly return this document together with any other documents or information furnished by the Seller to Alpina Capital, LLC upon request.

This Memorandum describes the Seller solely for the purpose of enabling the recipient to decide whether the recipient wishes to consider entering into a transaction with respect to the Seller ("Transaction"). If the recipient indicates an interest in entering into a Transaction, the form, terms, and conditions of that Transaction will be negotiated at that time. The Seller reserves the right to reject any proposal by the recipient concerning a Transaction in whole or in part and accept any other offer regardless of whether such offer is considered to be better or worse than the recipient's offer. **This Memorandum is not an offer to sell or a solicitation of an offer to buy securities issued by the Seller.**

The Seller has retained Alpina Capital, LLC ("Alpina" or the "Financial Advisor") as exclusive financial advisor to the Seller with regard to a potential Transaction and negotiating the terms of such transaction.

Each recipient of this Memorandum or its representatives, or both, may contact the Financial Advisor to request additional information about the Seller. Such additional information may be provided by the Seller after assessing the recipient's qualifications and interest in pursuing a Transaction.

The information presented herein was prepared by the Seller. The Financial Advisor has not assumed responsibility for independently verifying any of the information contained herein or otherwise made available in connection with any investigation of the Seller by the recipient and makes no representations or warranties as to the accuracy or completeness of any such information.

The Memorandum does not purport to contain all of the information that a recipient may need to determine whether to pursue or enter into a Transaction. Each recipient must conduct and rely on its own evaluation of the merits of entering into a Transaction and the risks involved in doing so. The Seller has no duty to update this Memorandum if and when facts may change.

Except as otherwise indicated, this Memorandum speaks only as of the date of the document.

Executive Summary

Agri-Valley Broadband, Inc. is offering for sale its subscriber and network assets, including leaseholds, for an LTE wireless network that covering all or parts of 28 counties in northern Michigan. The network supports 700 MHz B and C-Block authorizations that are being sold separately.

COVERAGE AREA

The 28 counties addressed by the network are: Alpena, Antrim, Benzie, Charlevoix, Cheboygan, Clare, Crawford, Emmett, Gladwin, Grand Traverse, Isabella, Kalkaska, Leelanau, Manistee, Mason, Mecosta, Midland, Montcalm, Muskegon, Newaygo, Oceana, Ogemaw, Osceola, Oscoda, Otsego, Roscommon, Saginaw and Wexford.

TOWER LEASEHOLDS

Each of the 74 tower leaseholds are in favor of third parties. The most prevalent landlords are American Tower, SBA and various municipal entities. Current average monthly rent is \$901. Over two-thirds of the sites have an initial lease term of five years with five renewal options while 26% have an initial lease term of five years with four renewal options. Of the remaining 5 sites, only two have an initial term less than five years and those have multiple renewal options.

Approximately 31% of the antenna mounts are between 100 and 150 feet, 38% are between 150 and 200, and 28% are between 200 and 300 feet. All but three of the sites are three-sectored.

EQUIPMENT

All of the eNodeBs are Ericsson model RBS 6601 and are housed in an Ericsson RBS 6101 cabinet. There are 219 antennae, 93 of which are manufactured by KMW, 73 by Andrew and 53 by Kathrein.

BACKHAUL

All but one of the sites are serviced by 100M carrier ethernet over fiber optics except for the Sugar Springs site, which is served by fiber via microwave to the Harrison site. Lynx Network Group is the provider to 72 of the sites. The remaining two sites are served by the Company. All of the fiber routes terminate at Agri-Valley's central office located in Midland which is also included in the sale. All of the Lynx contracts have an initial three year term with renewals. The start date for these contract range from March 2011 to July 2014. The current monthly charge associated with fiber runs from the sites to the Midland CO is approximately \$1,655.

Traffic is routed from Midland to the Company's core in Pigeon, Michigan, an asset which is not offered.

SUBSCRIBERS

The network currently supports approximately 1,900 customers with an average ARPU of \$60. The Company began offering wireless broadband service in February 2013. Since inception, customers have had five rate plans from which to choose varying in price \$35 to \$100 per month. The Company is willing to explore a separate sale of this asset.

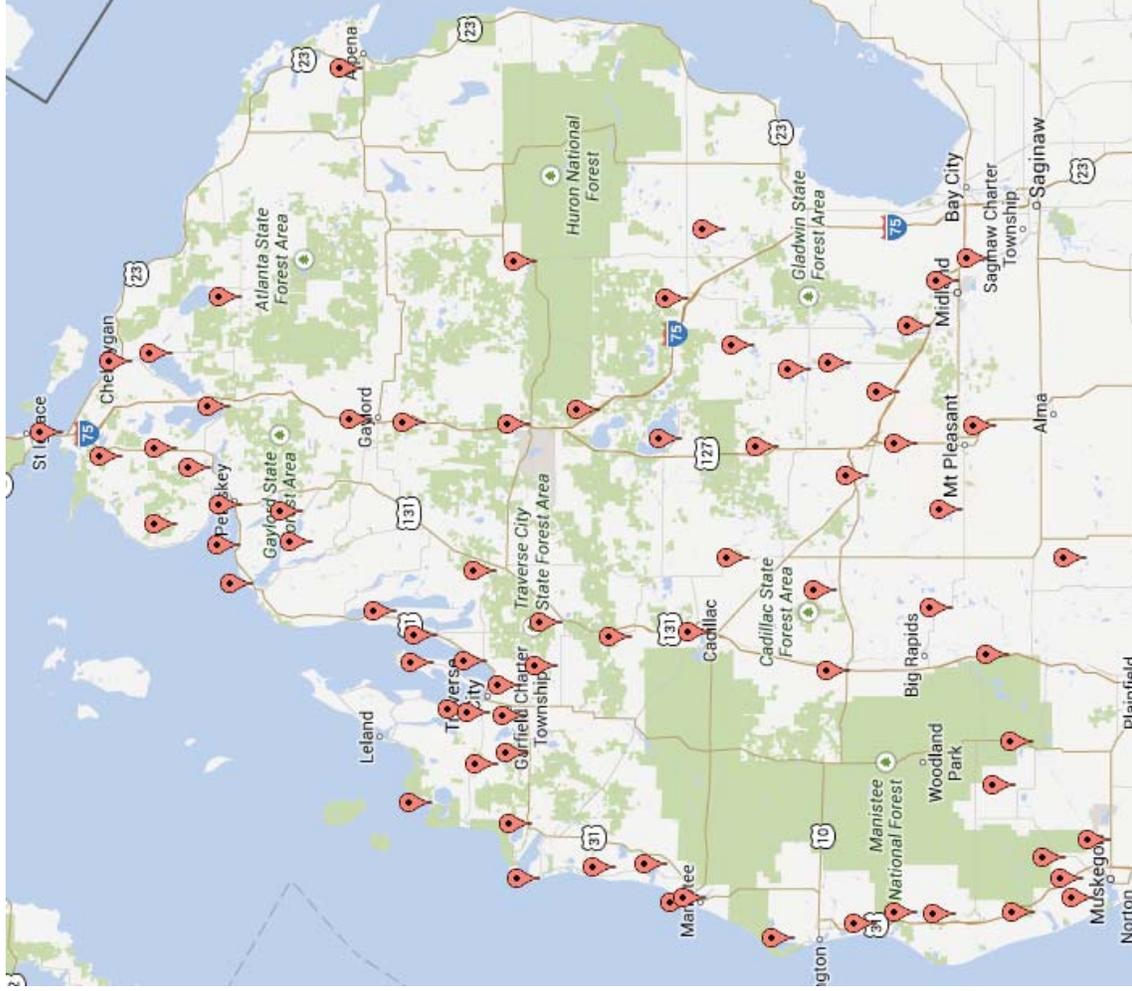
SPECIFIC INFORMATION

The Company has compiled detailed schedules of the equipment, tower information and backhaul data in a spreadsheet that is attached with this document. Additional information, contracts and site visits are available to those who deliver an offer for the assets.

SALES PROCESS

Alpina Capital is seeking cash offers for the assets, either in whole or part. Interested parties should contact either Scott Soden at (303) 242-5758 or Ed Moise at (303) 242-5756.

Site Locations



Site Locations

MIDMID1 1920 James Savage Road Midland, MI 48640	CLAHAR6 4531 N. Ball Harrison, MI 48625	MASLUD2 3333 N. Lincoln Rd. Ludington, MI 49431	MONSTA3 3334 W. Stanton Road Stanton, MI 48888
MANMAN1 191 14th St. Manistee, MI 49660	ROSHOU1 6591 W. Nestle Road Houghton Lake, MI 48629	MECMEC2 11584 11 Mile Rd Mecosta, MI 49332	CHACHA11 5565 Dutchman Bay Rd. East Jordan, MI 49727
GTRTRA1 4777 Harris Road Traverse City, MI 49684	BENBEU2 9238 Worden Road Beulah, MI 49617	GTRTRA13 14247 Center Rd. Slot #5 Traverse City, MI 49686	EMMCON1 8401 S. Ayr Rd. Conway, MI 49722
SAGFRE1 8470 Midland Road Freeland, MI 48623	MIDMID2 2366 Spruce Ridge Rd. Midland, MI 48642	MANMAN2 340 Washington St. Manistee, MI 49660	CHEMAC3 801 N. Huron St. Mackinaw City, MI 49701
CHACHA3 12608 Taylor Road Charlevoix, MI 49720	OTSGAY1 895 N. Center Rd. Gaylord, MI 49735	GTRGRA1 5600 Curtis Road Grawn, MI 49684	MANBLK2 14288 Erdman Rd. Arcadia, MI 49613
LEEGL1 6041 State Road Glen Arbor, MI 49636	OCEHAR3 3870 N. Oceana Dr. #3 Hart, MI 49420	CHACHA7 1323 Boyne Ave. Boyne City, MI 49720	ISASHE4 317 W. Campbell Shephard, MI 48883
WEXCAD2 8127 Mackinaw Trail Cadillac, MI 49601	OTSGAY7 241 Old State Rd. Gaylord, MI 49735	CLAFAR1 109 1/2 S. Hall St. Farwell, MI 48622	MIDCOL3 408 Fourth St. Coleman, MI 48618
CHECHE2 10949 S. Tannery Cheboygan, MI 49721	MECMOR3 19747 Jefferson Rd. Morley, MI 49336	BENFRA3 336 Park Ave. Frankfort, MI 49635	EMMHAR1 5986 Stutsmanville Road Harbor Springs, MI 49740

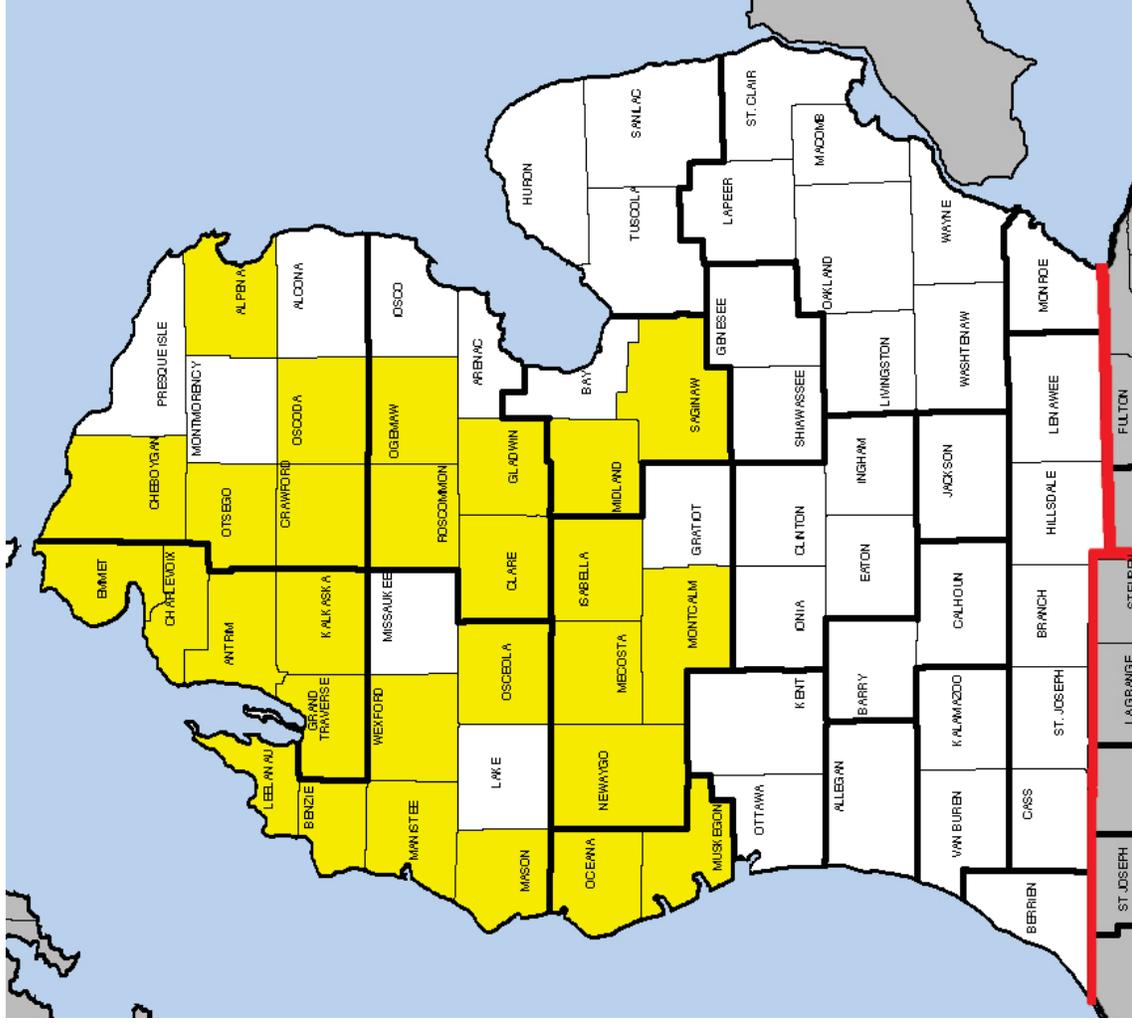
Site Locations

EMMPET8 1694 US 131 W. Petoskey, MI 49770	ANTKEW2 12268 Sutter Rd. Kewadin, MI 49648	OGEWES3 2255 S. Gray Rd. West Branch, MI 48661	CHEONA1 11129 M-68 Onaway, MI 49765
GLAGLA1 4950 N. Hockaday Rd. Gladwin, MI 48624	LEETRA2 9322 E. Breithaup Road Traverse City, MI 49684	ROSROS4 1459 W. Sunset Roscommon, MI 48653	CHACHA15 6288 US 31N Charlevoix, MI 49720
GTRACM1 3536 Mount Hope Acme, MI 49610	ALPALP10 1180 M-32 West Alpena, MI 49707	GLABEA2 3870 Terry Diane Rd. Beaverton, MI 48612	KALKAL7 775 M-72 NW Kalkaska, MI 49646
ANTELK2 10180 Elk Lake Rd. Elk Rapids, MI 49690	OSCREE1 4405 230th Ave. Reed City, MI 49677	GLAGLA12 734 Bartlett St. #A Gladwin, MI 48624	EMMLEV2 5459 Levering Road Levering, MI 49755
OSCEVA5 994 N. Main Street Ewart, MI 49631	GTRINT3 11460 US 41 and Betsie Road Interlochen, MI 49643	EMMBRU1 Pine Trail Rd. and Maple River Rr Brutus, MI 49716	MANKAL2 5558 Scott Road Onekama, MI 49675
GTRKIN5 6444 Summit City Rd. # A Kingsley, MI 49649	OSCMAR1 21329 30th Ave. Marion, MI 49665	ISAROS1 4401 E. Denver Road # B Rosebush, MI 48878	OCEPEN1 9263 N. 66th Ave. Pentwater, MI 49449-8701
BENHON4 7443 N. Reynolds Road Lake Ann, MI 49650	CHEIND1 5470 S. Straits Hwy. Indian River, MI 49749	WEXMAN1 5290 N. 41 Road Manton, MI 49663	ISABRO1 2587 S. Coldwater Road Mt. Pleasant, MI 48858
OCESHE4 430 Industrial Park Dr. Shelby, MI 49455	MUSMON2 4790 Lasley St. Montague, MI 49437	OGESKI1 2441 Greenwood Road Prescott, MI 48756	GTRFIF1 10283 M-186 # E Fife Lake, MI 49633

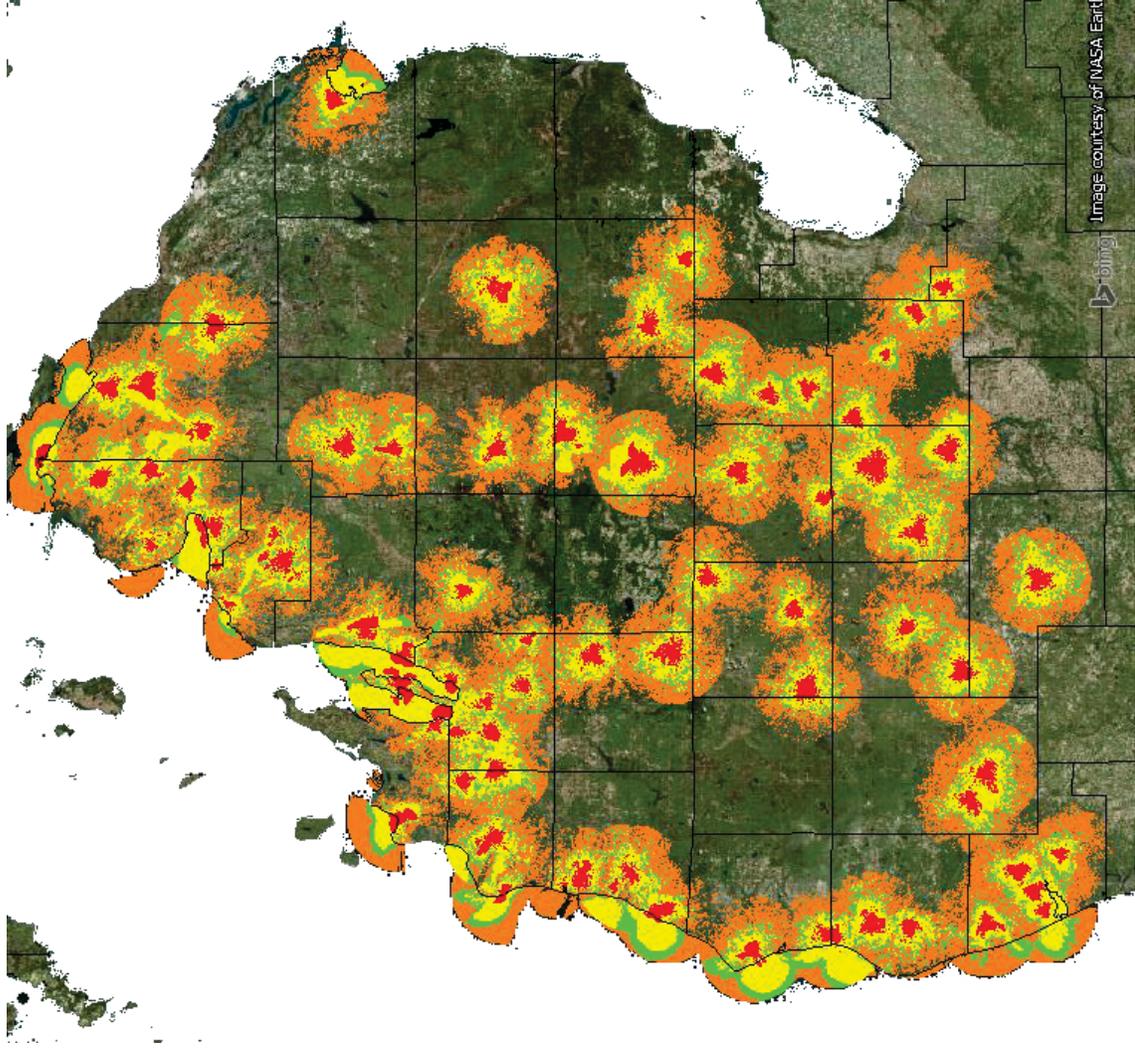
Site Locations

NEWNEW3 1147 W. Spring St. Newaygo, MI 49337	OSOMIO1 603 West 12th St. # 6 Mio, MI 48647
NEWFRE4 935 E. Main Street Fremont, MI 49412	CHECHE4 4351 N. M-33 Cheboygan, MI 49721
CRAGRA6 1871 Goodales Tower Trail Grayling, MI 49738	
GTRGRA3 144 S. Garfield Road Traverse City, MI 49686	
MUSTWI1 5195 Holton Road Twin Lake, MI 49457	
MUSMUS2 2735 W. Giles Road Muskegon, MI 49445	
MUSMUS4 2405 Russell Road Muskegon, MI 49445	
MUSMUS8 5428 Apple Ave. Muskegon, MI 49442	

Counties Addressed



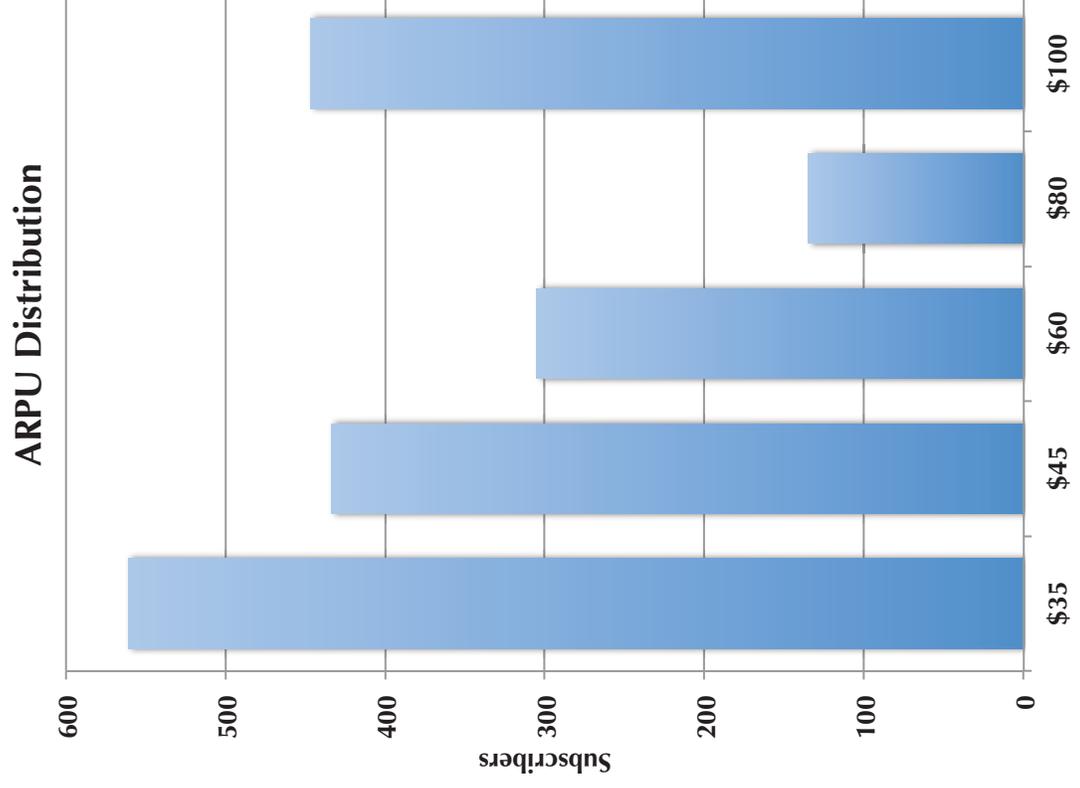
Current Coverage



Subscriber History

	Gross Ads	Dis- connects	Net Adds	Ending	Churn
Jan '13					
Feb '13	25	-	25	25	0.0%
Mar '13	182	11	171	196	10.0%
Apr '13	145	10	135	331	3.8%
May '13	91	15	76	407	4.1%
Jun '13	65	8	57	464	1.8%
Jul '13	81	15	66	530	3.0%
Aug '13	154	25	129	659	4.2%
Sep '13	102	19	83	742	2.7%
Oct '13	98	10	88	830	1.3%
Nov '13	108	13	95	925	1.5%
Dec '13	90	15	75	1,000	1.6%
Jan '14	112	28	84	1,084	2.7%
Feb '14	151	23	128	1,212	2.0%
Mar '14	134	24	110	1,322	1.9%
Apr '14	117	42	75	1,397	3.1%
May '14	172	33	139	1,536	2.3%
Jun '14	152	15	137	1,673	0.9%
Jul '14	138	22	116	1,789	1.3%
Aug '14*	112	16	96	1,885	0.9%

*Through 8/15/14



Process

- Alpina Capital is soliciting cash offers for the assets, whole or in part
- Contact
 - Ed Moise, Managing Partner, Alpina Capital
(303) 242-5756
edmoise@alpinacapital.com
 - Scott Soden, Managing Partner, Alpina Capital
(303) 242-5758
scottsoden@alpinacapital.com